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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 23105 FILED

SEP 25 '00 1:35 PM

SURFACE TRANSPORTATION BOARD

September 25, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale, dated September 22, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: James-Furman & Company
One Centerpointe Drive
Lake Oswego, OR 97035

[Buyer: Allfirst Bank]

A description of the railroad equipment covered by the enclosed documents is:

13 tri-level autoracks within the series CNA 704676 - CNA 704707

Mr. Vernon A. Williams
September 25, 2000
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale from James-Furman & Company to Allfirst Bank covering
13 tri-level autoracks within the series CNA 704676 - CNA 704707

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal flourish.

Robert W. Alvord

RWA/anm
Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that JAMES-FURMAN & COMPANY, an Oregon general partnership, in consideration of the sum of \$10.00 paid by ALLFIRST BANK pursuant to the terms of the Purchase and Sale Agreement dated September 25, 2000 between James-Furman & Company and Allfirst Bank, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Allfirst Bank the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto Allfirst Bank, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with Allfirst Bank to warrant and defend title to the railcars hereby sold unto Allfirst Bank, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to Allfirst Bank that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance arising through the undersigned.

THE RAILCARS SHALL BE SOLD TO ALLFIRST BANK BY JAMES-FURMAN & COMPANY ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL JAMES-FURMAN & COMPANY BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 22nd day of September, 2000.

ATTEST:

JAMES-FURMAN & COMPANY

Spitche on Track

By: *WAF* (SEAL)
William A. Furman
Partner

STATE OF OREGON, COUNTY OF CLACKAMAS, TO WIT:

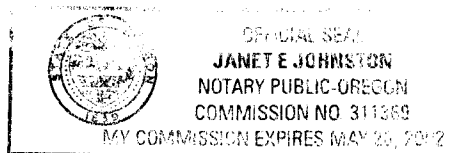
I HEREBY CERTIFY, that on this 22nd day of September, 2000, before me, the undersigned, a Notary Public of the State of Oregon, personally appeared William A. Furman, who acknowledged himself to be a partner of James-Furman & Company, an Oregon partnership, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized partner of said partnership by signing the name of the partnership by himself as Partner.

AS WITNESS my hand and Notarial Seal.

Janet E. Johnston
Notary Public

(SEAL)

My Commission Expires: 5/28/2002



DESCRIPTION OF RAILCARS

Thirteen (13) 89-foot, 70-ton flat cars with tri-level autoracks built in 1976 by Thrall Car Manufacturing Company bearing reporting marks and numbers:

CNA	704676
CNA	704677
CNA	704678
CNA	704679
CNA	704680
CNA	704686
CNA	704687
CNA	704688
CNA	704700
CNA	704701
CNA	704702
CNA	704703
CNA	704707